

Illinois Central Gulf Railroad
an IC Industries Company

233 North Michigan Avenue
Chicago Illinois 60601
Telephone 312 565 1600

William H Sanders
Corporate Counsel

MAR 17 1977
FEE COLLECTED
March 10, 1977
7-076 AC71

Hon. Robert L. Oswald, Secretary
Interstate Commerce Commission
Washington, D. C. 20423

RECORDATION NO. 8557-A Filed & Recorded

MAR 17 1977-11 50 PM

Dear Mr. Oswald:

INTERSTATE COMMERCE COMMISSION

I enclose for recording with the Commission executed counterparts of a Statement of New Numbers dated as of March 9, 1977 which constitutes an amendment to Illinois Central Gulf Railroad Equipment Trust Agreement Series 12, dated as of October 15, 1976. The fee for recordation is likewise enclosed.

The Equipment Trust Agreement to which the enclosed is an amendment was recorded with the Commission on November 5, 1976, Recordation No. 8557.

The names and addresses of the parties to the transaction are:

Trustee: Morgan Guaranty Trust Company of New York
23 Wall Street
New York, New York 10015

Lessee: Illinois Central Gulf Railroad Company
(successor in interest to
Illinois Central Railroad Company)
233 North Michigan Avenue
Chicago, Illinois 60601

The unit of equipment covered by this Statement of New Numbers is one of those described and set out in The Equipment Trust Agreement referred to above, the amendment now submitted constituting merely a renumbering of that same equipment.

Upon completion of the recording please return to the bearer of this letter the counterparts not needed for your files.

Very truly yours,

W. H. Sanders

W. H. Sanders
Corporate Counsel

Enc.

And H. Sanders - Counterpart

Interstate Commerce Commission
Washington, D.C. 20423

3/17/77

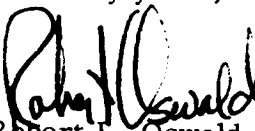
OFFICE OF THE SECRETARY

W.H. Sanders
Corporate Counsel
Illinois Central Gulf RR.
233 North Michigan Ave.
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,
49 U.S.C. 20(c), on 3/17/77 at 11:50am ,
and assigned recordation number(s) 8557-A

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

SE-30
(5/76)

MAR 17 1977-11 52 PM

INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS
dated as of
March 9, 1977

under

ILLINOIS CENTRAL GULF RAILROAD
EQUIPMENT TRUST AGREEMENT, SERIES 12
Dated as of
October 15, 1976

between

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, TRUSTEE

and

ILLINOIS CENTRAL GULF RAILROAD COMPANY

STATEMENT OF NEW NUMBERS dated as of
March 9, 1977 between MORGAN GUARANTY TRUST
COMPANY OF NEW YORK, a New York corporation, as
Trustee (hereinafter called the Trustee) and
ILLINOIS CENTRAL GULF RAILROAD COMPANY, successor
in interest to ILLINOIS CENTRAL RAILROAD COMPANY,
a Delaware corporation (hereinafter called the
Railroad).

WHEREAS, there is in existence between the Trustee
and the Railroad a certain Equipment Trust Agreement dated
as of October 15, 1976 and designated as Illinois
Central Gulf Railroad Equipment Trust Agreement, Series 12
(hereinafter called the Trust Agreement), pursuant to which
the Railroad has agreed to cause to be transferred to the
Trustee the railroad equipment (hereinafter called the
Trust Equipment) described in Schedule A thereto, and the
Trustee has agreed to lease the Trust Equipment to the
Railroad until title to such Trust Equipment is transferred
by the Trustee to the Railroad under the provisions thereof;
and

WHEREAS, the Trust Agreement was recorded with
the Interstate Commerce Commission in accordance with Section 20c

of the Interstate Commerce Act on November 5, 1976 and was assigned Recordation Number 8557 ; and

WHEREAS, the Railroad now desires to renumber certain units of the Trust Equipment and to amend the Trust Agreement accordingly;

NOW THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreements hereinafter set forth, the parties hereto hereby agree as follows:

1. Schedule A to the Trust Agreement is hereby amended by substituting therein, in the place of the identifying number listed in the attached Exhibit A under the column "Original Numbers", the identifying number listed in said attached Exhibit under the column "New Numbers".

2. The Railroad will promptly cause this Statement of New Numbers to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

3. Except as amended and supplemented hereby, the Trust Agreement shall remain unaltered and in full force and effect.

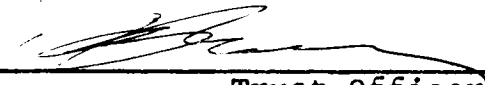
4. This Statement of New Numbers may be executed in any number of counterparts, each of which so executed shall

be deemed to be an original, and such counterparts together shall constitute but one and the same contract, which shall be sufficiently evidenced by any such original counterpart. Although this Statement of New Numbers is dated for convenience as of March 9 , 1977 the actual date or dates of execution hereof by the parties hereto is or are, respectively, the date or dates stated in the acknowledgment hereto annexed.

IN WITNESS WHEREOF, the parties hereto have caused this Statement of New Numbers to be duly executed as of the date first above written.

MORGAN GUARANTY TRUST COMPANY OF NEW YORK,
Trustee,

By


Trust Officer

ATTEST:



Assistant Secretary

ILLINOIS CENTRAL GULF RAILROAD COMPANY

By

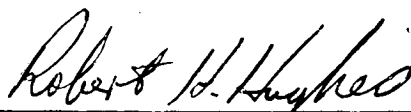

Treasurer

ATTEST:


Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this *9TH* day of *MARCH 1977*,
before me personally appeared J. E. Goodrich,
to me personally known, who being by me duly sworn, says
that he is Treasurer of ILLINOIS CENTRAL GULF RAILROAD
COMPANY, that one of the seals affixed to the foregoing
instrument is the corporate seal of said corporation,
that said instrument was signed and sealed on behalf of
said corporation by authority of its Board of Directors
and he acknowledged that the execution of the foregoing
instrument was the free act and deed of said corporation.



Notary Public

My Commission Expires NOV 23 1980

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this 14th day of March, 1977 before
me personally appeared P. J. Crooks to me
personally known, who being by me duly sworn, says that
he is a Trust Officer of MORGAN GUARANTY TRUST COMPANY OF
NEW YORK, that one of the seals affixed to the foregoing
instrument is the corporate seal of said corporation, that
said instrument was signed and sealed on behalf of said
corporation by authority of its Board of Directors and he
acknowledged that the execution of the foregoing instrument
was the free act and deed of said corporation.


Notary Public

ELIZABETH A. BUCKLEY
Notary Public, State of New York
Qualified in Suffolk County
Certificate Filed in New York County
No. 52-4620859
Commission Expires March 30, 1977

EXHIBIT A
TO STATEMENT OF NEW NUMBERS
Dated as of March 9, 1977
under
ILLINOIS CENTRAL GULF RAILROAD
EQUIPMENT TRUST AGREEMENT, SERIES 12
Dated as of October 15, 1976

<u>TYPE OF EQUIPMENT</u>	<u>QUANTITY</u>	<u>ORIGINAL NUMBERS</u>	<u>NEW NUMBERS</u>
General Purpose Diesel Locomotive, Model GP 10	1	8640	8460